

CareFirst Disclosure Schedules
Agreement and Plan of Merger
November __, 2001

Application Acronym	Application Name	Owner/ Licensee
CSC	Student Reporting	BCBS-MD
CSC	Automated Enrollment and Account Installation	BCBS-MD
CSC	Medical Vendor-Interface Tape System	BCBS-MD
CSC	Integrated account Reporting Interface	BCBS-MD
CSC	EDI	BCBS-MD
CSC	Multicompany Accounts Payable	BCBS-MD
CSC	Multicompany Accounts Receivable	BCBS-MD
CSC	HEDIS	BCBS-MD

	Add On Modules To Facets system	
FACETS	ABC System Existing Membership	GHMSI
FACETS	ABC System On-going Functions	GHMSI
FACETS	Broker System	GHMSI
FACETS	Catastrophic	GHMSI
FACETS	DB Refunds	GHMSI
FACETS	Direct Pay Billing	GHMSI
FACETS	Extensions	GHMSI
FACETS	GL Interface	GHMSI
FACETS	Group Billing	GHMSI
FACETS	ID Batch Card Program	GHMSI
FACETS	ID Card Production System	GHMSI
FACETS	Invoice System	GHMSI
FACETS	Lockbox - Premium Receipts	GHMSI
FACETS	LWS - Letter Generation	GHMSI
FACETS	Marketing	GHMSI
FACETS	Middleware	GHMSI
FACETS	MMS - Loads enrollment from multimedia source	GHMSI
FACETS	PA&R	GHMSI
FACETS	Rate Quote	GHMSI
FACETS	Rating	GHMSI
FACETS	RUBI	GHMSI
FACETS	Subscriber Information	GHMSI
FACETS	Surround	GHMSI

SOFTWARE OWNED AND LICENSED

Vendor

Application(s)

AIMSOFT

Maintenance Contract for Remote Production - Support Bug Patches-
New Releases WS in ITBP 2000

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AMDAHL	SUNRISE
AMDAHL	SUNRISE
ATAMAN	Maintenance for Ataman Software enabling Facets batch thur TCPIP
Bell & Howell	Intella Sert - Quality Control (Half- CC13264)
Bell & Howell	Intella Sert - Quality Control (Half- CC623)
BMC	ANNUAL SUPPORT FOR PATROLE
BMC	BMC DBA TOOLS ANNUAL MAINT FOR RMIS
BMC	BMC DBSTATS ANNUAL MAINT
BMC	BMC ORACLE TOOLS ANNUAL MAINT FOR ECOMMERCE
BMC	BMC ORACLE TOOLS ANNUAL MTCE FOR EDW
BMC	BMC SQL BACKTRACK ANNUAL MTCE FOR EDW & STARS
BMC	BMC SQL BACKTRACK FOR FIN9000 ANNUAL MTCE FOR BSRP
BMC	CMF MONITOR
BMC	DBA TOOLS FOR ECOM TEST SP ENVIRONMENT
BMC	Enterprise Agreement
BMC	IMS SECONDARY INDEX
BMC	ORACLE P AGENT/ KM
BMC	PATROL 4 UNIX KM ANNUAL MAINT FOR ECOMMERCE
BMC	PATROL AVAIL SUITE MTCE TCS-ASPECT SRVR (NEW PURCHASE 2001)
BMC	PATROL CONSOLE MTCE (NEW PURCHASE IN 2001)
BMC	PATROL FOR SYBASE ANNUAL MTCE (NEW PURCHASE IN 2001)
BMC	PATROL ORACLE DBA TOOLS ANNUAL MTCE
BMC	PATROL ORACLE TOOLS ANNUAL MTCE FOR ECOMMERCE
BMC	PATROL PERFORM & PREDICT MTCE (NEW PURCHASE IN 2001)
BMC	PATROL TIVOLI INTERFACE ANNUAL MAINTENANCE
BMC	SQL BACKTRACK
BMC	SQL BACKTRACK FOR FACETS (NEW FROM S80 MIGRATION)
BMC	SQL BACKTRACK FOR FACETS (NEW PURCHASE IN 2000)
BMC	SQL BACKTRACK MTCE FOR TCS-ASPECT SRV NEW PRCHSE 2001
BMC	SUPEROPTIMIZER
BMC	SUPEROPTIMIZER / CICS (1 COPY)
CENTURA	Annual Maintenance Support for SMIS
CISCO	CISCO WORKS NET WV IE WAIX
CLR	ANNUAL SUPPORT - FAST TAX
CLR	ANNUAL SUPPORT - FAST TAX
Computer Associates	CA BPWIN ANNUAL MAINTENANCE
Computer Associates	Enterprise Agreement (DC Portion) Paid through January 31, 2002
Computer Associates	Enterprise Agreement (MD Portion) Paid through January 31, 2002
Computer Associates	ERWIN 5 COPIES ANNUAL MAINTENANCE
Computer Associates	ERWIN 5 LIC ANNUAL MAINT FOR EDW

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Computer Associates
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COMPUWARE
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CONSUL RISK MGMT
CSC Healthcare
CSC Healthcare
CSC Healthcare
DIVERSIFIED
DIVERSIFIED SW
Eastman Software

EDGE INFO GROUP
EMPIRE
ENVOY
ET

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ET

EVERGREEN - NAI
FACETS
FISCHER INTL
FITZGERALD AND LONG
FREEDOM
GARY BERGMAN ASSOC
GT SOFTWARE
GT SOFTWARE
HBOC - McKesson

ERWIN AND MODEL MART ANNUAL MAINTENANCE
 ERWIN MODEL MART 8 CNXTN ANNUAL MTCE FOR EDW
 ERWIN WEB PUBLISHER ANNUAL MAINTENANCE
 ABEND AID MVS
 ABEND-ACT
 EXPEDITER (TSO AND CISC)
 EXPEDITER XCHANGE
 FILE AID DATAAGER
 FILEAID XE HYPERSTATION
 IMS AND DB2
 QA DIRECTOR
 QA HIPERSTATION
 QA HYPERSTATION
 VIEWING FACILITY
 XPEDITER
 XPEDITER CICS
 XPEDITER TSO
 FILE AID MVS
 MANAGEMENT RACF/AUDIT
 Monthly Maintenance Contract - MHS
 Monthly Maintenance Contract - Universe (1144 Users)
 Monthly Maintenance Contract - Universe (32 Users)
 JOBSCAN
 JOBSCAN
 MAINTENANCE CONTRACT FOR REMOTE PRODUCTION
 SUPPORT BUG PATCHES NEW RELEASES PORTION IN ITBP
 IN 2000
 EDGE PORTFOLIO ANALYZER
 HPA ANNUAL MAINTENANCE CONTRACT
 MAINTNANCE FOR CLEARINGHOUSE
 DB ARTISAN FOR SYBASE (NEW PURCHASE FOR STARS IN
 2000)
 DBARTISAN ANNUAL MAINTENANCE
 DBARTISAN ANNUAL MAINTNANCE FOR STARS
 DBARTISAN MTCE FOR FACETS APPL GRP 2 LICENSES (NEW
 PURCHASE IN 2001)
 Network Associates Magic S/W Maintenance
 HEALTH CLAIMS SYSTEM
 IOF
 FAST
 ANNUAL SUPPORT - TRACKER SOFTWARE
 ADVANCED DEBUGGING SYS
 ASSIST VISION
 ASSIST/GT MVS
 ANNUAL SUPPORT FOR GMIS CLAIMCHECK

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Health Ink and Vitality	ANNUAL MAINTENANCE FOR FAMILY HEALTH ADVISOR WEBSITE
HEALTHAXIS	TPA CLAIMS SYSTEM
HELP SYSTEMS	ROBOT CPA AS400
HMS	PA&R UPGRADE ANNUAL MAINTENANCE CONTRACT
HSS	DRG GROUPER ANNUAL MAINTENANCE CONTRACT
IBM	ANNUAL AIX SUPPORT FOR NEW RS/6000 SERVERS
IBM	ANNUAL MAINTENANCE FOR CAREFIRST.COM AND CONTENT MANAGEMENT
IBM	ANNUAL SUPPORT AIX
IBM	ANNUAL SUPPORT AIX LINE
IBM	ANNUAL SUPPORT FOR NETVIEW
IBM	EAS AGREEMENT
IBM	ENTERPRISE AGREEMENT
IBM	PASSPORT AGREEMENT FOR LOTUS SW AND IBM CLIENT SERVER SW
INFORMATION BLDRS	FOCUS
INFORMIX	INFORMIX DBSERVER 4GL ANNUAL DEV ANNUAL MAINTENANCE
INFORMIX	INFORMIX DBSERVER 4GL RUNTIME ANNUAL MTCE
INNOVATION	FATS
INTERSYS	INTERSYSTEMS MAINTENANCE AND SUPPORT CONTRACT-TEST BOX
INTERSYS	INTERSYSTEMS MAINTENANCE AND SUPPORT CONTRACT-MEDR BOX
INTERSYS	SOFTWARE MAINTENANCE AND SUPPORT CONTRACT-PRODUCTION BOX
Invensys (formerly BAAN)	Annual Maintenance Support for SMIS
Invensys (formerly BAAN)	Annual Maintenance Support for SMIS
Invensys (formerly BAAN)	Annual Maintenance Support for SMIS for Tivoli Support for new Servers
LANDMARK	MONITOR FOR CICS
LANDMARK	NAVIGRAPH
LANDMARK	TMON DB2
LANDMARK	TMON MVS
MACKINNEY	CICS FRS RECOVERY
MAINSTAR	ABARS MGR
MAINSTAR	VSAM MGR
MARBLE COMP	DCDIII
MED	M&R ANNUAL MAINTENANCE CONTRACT
MED	UCS MONTHLY MAINTENANCE CONTRACT
MERRILL CONSULT	MXG
MICROSOFT	MS DEVELOPER NETWORK SUBSCRIPTION
MICROSOFT	MS PREMIER SUPPORT AGREEMENT
MOBIUS	VIEWDIRECT/ DOCUMENT DIRECT

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MOBIUS SW FACETS	MAINT RENEWAL
MSTR	Maintenance on DSS Agent administrator
NDD	NDD LDRPS ANNUAL SOFTWARE MAINT
ORACLE	ANNUAL SUPPORT - ORACLE FINANCIALS
ORACLE	ORACLE 105DB 52SQL+ ANNUAL MAINTENANCE
ORACLE	ORACLE 125 DB & PARTITIONING ANNUAL MTCE FOR EDW
ORACLE	ORACLE 150 APPLICATIONS USER ANNUAL MTC FOR BSRP
ORACLE	ORACLE 36 NAMED USER FIN9000 ANNUAL MTCE FOR BSRP
ORACLE	ORACLE 5 DB LIC ANNUAL MAINTENANCE
ORACLE	ORACLE 78 NAMED USER OPS ANNUAL MTC FOR ECOMMERCE
ORACLE	ORACLE 78 NMD USER ANNUAL MAINT FOR ECOMMERCE
ORACLE	ORACLE DB AND OPS ANNUAL MAINT FOR ECOMMERCE
ORACLE	ORACLE MAINT FOR ECOM TEST SP ENVIRONMENT
ORACLE	ORACLE UPU DB ANNUAL MTCE FOR RMIS
ORACLE	ORACLE UPU FIN9000 ANNUAL MAINT FOR BSRP
PATHLORE	ANNUAL SUPPORT FOR EXPLAIN (ONLINE HELP)
PATHLORE	PHOENIX
PATHLORESOFTWARE	EXPLAIN CICS MVS
PATHLORESOFTWARE	PHOENIX
PRIMAVERA	ANNUAL MAINTENANCE CONTRACT
RINCETOMSOFTECH	RELATIONAL TOOL
PRODATA	DBU AS400
PRODATA	DBU SOFTWARE
PROGRAMART	STROBE
RATIONAL	COST OF RENEWAL FOR SUPPORT FOR THE RATIONAL ROBOT TOOL
Rational CLEARCASE	ANNUALMAINTENANCECONTRACT
MULTISITE	
Rational CLEARQUEST	ANNUALMAINTENANCECONTRACT
CLEARCASE	
REALMED	SCREEN SURFER - CUSTOMER INQUIRIES
Recognition Research, Inc.	Forms Processing Project Maintenance
REPOSSESYSYSTEMS	DBSBPT
REQUISITEPRO	ANNUAL MAINTENANCE CONTRACT
REVEAL	REVEAL NET ANNUAL MAINTENANCE
REVEAL	REVEAL NET ANNUAL MTCE NEW FOR ECOMMERCE
RIVERTON	HOW Framework renewal and support
RMIS	RESOURCE MANAGEMENT INFORMATION SYSTEM
RMS	ANNUAL SUPPORT FOR LATRON (DENTAL)
ROCKETSOFTWARE	ROCKET COMPLIER
SAS	ALL PRODUCTS
SAS	ANNUAL MAINTENANCE COST FOR PC SAS
ASINSTITUTE	SAS DB2
SASINSTITUTE	SAS BASE